

EXHIBIT A

Calandra Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:)	
)	Chapter 11
)	
RED RIVER WASTE SOLUTIONS, LP, ¹)	Case No. 21-42423 (ELM)
)	
Debtor.)	

**DECLARATION OF JAMES CALANDRA IN SUPPORT OF THE
DEBTOR’S APPLICATION FOR AN ORDER AUTHORIZING THE
DEBTOR TO (I) EMPLOY CRS CAPSTONE PARTNERS LLC TO PROVIDE
A CHIEF RESTRUCTURING OFFICER AND ADDITIONAL PERSONNEL
AND (II) DESIGNATE JAMES CALANDRA AS THE CHIEF
RESTRUCTURING OFFICER AS OF THE PETITION DATE**

I, James Calandra declare under penalty of perjury:

1. I am a Managing Director of CRS Capstone Partners LLC (“Capstone”), a financial advisory firm with offices at 500 N. Akard Street, Suite 2350, Dallas, TX 75201. I am the proposed chief restructuring officer of Red River Waste Solutions, LP (“Red River,” or the “Debtor”), and Capstone is the proposed financial advisor for the Debtor.

2. I submit this declaration (this “Declaration”) in support of the *Application for an Order Authorizing the Debtor to (I) Employ CRS Capstone Partners LLC to Provide a Chief Restructuring Officer and Additional Personnel and (II) Designate James Calandra as the Chief Restructuring Officer as of the Petition Date* (the “Application”)² of the above-captioned debtor and debtor-in-possession (the “Debtor”) for an order authorizing the Debtor to employ Capstone to provide a chief restricting officer and additional personnel to the Debtor and to designate the chief restricting officer (the “CRO”), effective as of October 14, 2021, pursuant to the terms and

¹ The last four digits of the Debtor’s taxpayer identification number are 8719. The Debtor’s principal office is located at 4004 East Hwy, 290 West, Dripping Springs, Texas 78620.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

subject to the conditions of the Engagement Agreement, a copy of which is attached to the Order as **Exhibit 1**.

3. I am authorized to submit this Declaration on behalf of Capstone. Except as otherwise noted, the statements set forth in this Declaration are based upon my personal knowledge, upon information and belief, and upon client matter records kept in the ordinary course of business that were reviewed by me or by other personnel of Capstone and its affiliates.

4. I received a bachelor's degree in accountancy from Bentley University and a master's of science degree in accountancy from McCallum Graduate School of Business at Bentley University. I am a Certified Public Accountant and a Certified Turnaround Professional.

5. Prior to joining Capstone in 2015, I was managing member and co-founder of Birch Hill Partners, a management consulting firm focused on turnaround management and business performance improvement. I was previously a Managing Director at Argus Management Corporation, a regional management consulting firm in New England, and a Senior Manager with Ernst & Young LLP. While at Ernst & Young, I spent several years in Germany and was involved in capital markets and transaction advisory services with Ernst & Young GmbH.

6. Over the course of my career, I have advised more than 50 companies through significant strategic transitions involving public and private middle market companies in varying situations, including waste management, healthcare, technology, manufacturing, retail, and hospitality.

7. In addition to working with the Debtor in this chapter 11 case, my restructuring and financial advisory engagements have included representations of debtors in the following recent chapter 11 cases: Provision Proton Therapy Centers (Nashville, filed December 2020), Latex Foam International (Bridgeport CT, filed August 2019), and SEGA Biofuels (Brunswick GA, filed March 2018).

Capstone's Qualifications

8. Capstone is a leading advisory firm that delivers a broad range of interrelated strategic, operational and financial advisory services. Specifically, Capstone's services include,

without limitation, assessments of an organization's financial and operational condition, performance management and improvement, interim and crisis management, restructuring and turnaround consulting, merger and acquisition services, and advisory and guidance through the bankruptcy process. These extensive operation and transactional services help companies and their stakeholders, at any point in the business cycle, develop and implement creative operational and financial solutions to achieve a more stable and responsive operating environment, support future growth, maximize value, and increase productivity. Capstone has significant qualifications and experience in these matters and an excellent reputation for providing high quality, specialized management and restructuring advisory services to debtors, creditors, and equity sponsors in complex chapter 11 cases and other restructurings, both in and out of court and including serving as chief restructuring officer. For instance:

- (a) Capstone has advised debtors across multiple industries, including oilfield service companies;
- (b) Capstone has provided CROs and CFOs of multiple companies;
- (c) Capstone has participated in 363 sales;
- (d) Capstone has also advised secured creditors, debtor-in-possession lenders and creditors' committees; and
- (e) Capstone has played a key role in resolving stakeholder conflicts and brokering litigation settlements.

9. As CRO, I have and will continue to lead all of the day-to-day aspects of this assignment and will call upon the Capstone team for discrete actions in the exercise of these duties.

10. I believe that Capstone, and the professionals it employs, are uniquely qualified to advise the Debtor in a cost-effective, efficient, and timely manner on the matters for which Capstone is proposed to be employed.

Professional Services and Compensation

11. Consistent with the terms of the Engagement Agreement, in consideration for the compensation contemplated therein, Capstone's anticipated services include the following:

- (a) Assume management of the Debtor as CRO, reporting directly to the Debtor's board of directors or similar governance body. The CRO shall have the authority to, without limitation: (i) control the cash, bank accounts, corporate credit cards, properties and other assets of the Debtor, (ii) manage in all respects the sale of the Debtor's properties and assets, and (iii) hire and terminate any employee, professional advisor, consultant or independent contractor of the Debtor.
- (b) Create, implement and manage a restructuring plan satisfactory to the Debtor's primary secured lender and other key stakeholders. Such plan may include, without limitation, the sale of the Debtor's properties and assets, individually or together, or directing winddown and liquidation of the Debtor, whether out court or under any formal Bankruptcy Court proceedings, in coordination with the Board of Directors or the relevant governing body of the Debtor and the Debtor's legal advisors.
- (c) Direct the Debtor in its communications and negotiations with (i) its customers, (ii) its secured and unsecured creditors (including any official or ad hoc committees organized in a bankruptcy process) and (iii) any other constituencies in the execution of the Debtor's plans.
- (d) Assist the Debtor and its legal advisors in preparing any motions, filings, compliance and reporting as necessary with the U.S. Bankruptcy Court.
- (e) Prepare and maintain a weekly cash flow projection and cash budget model in coordination with the Debtor's management and personnel.
- (f) Provide all other services that may be reasonably requested by the Debtor and the Board of Directors or similar governing body, and the Debtor's other key stakeholders in furtherance of the Debtor's objectives.

12. Capstone will provide Services at the following rates:

Staff Level	Hourly Rate Ranges
Managing Directors	\$550 - \$600
Senior Directors and Directors	\$450 - \$500
Vice Presidents	\$400 - \$450
Associates	\$350 - \$400
Analysts	\$300

13. As of the Petition Date, the Debtor does not owe Capstone any fees for services performed or expenses incurred under the Engagement Agreement. During the 90-day period before the Petition Date, Capstone received \$665,853.00 for fees and expenses for professional services performed under the Engagement Agreement. Capstone has not received any retainers and Capstone does not currently hold any retainers.

14. The Professional Service Fees set forth in the Application is consistent with Capstone's typical fee for work of this nature. The fees are set at a level designed to compensate Capstone fairly for the work of its professionals and assistants and to cover fixed and routine overhead expenses. It is Capstone's policy to charge its clients for all disbursements and expenses incurred in the rendition of services.

15. Capstone charges fees on an hourly basis which are at or below market. The fees and expense reimbursement provisions described above and in the Application are consistent with, or lower than, normal and customary billing practices for cases of this size and complexity, which require the level and scope of services outlined therein.

16. Other than as set forth above and in the Engagement Agreement, there is no proposed arrangement between the Debtor and Capstone for compensation to be paid in this case. Capstone has no agreement with any other entity to share any compensation received, nor will any be made, except as permitted under section 504(b)(1) of the Bankruptcy Code.

17. The foregoing constitutes the statement of Capstone pursuant to section 504 of the Bankruptcy Code and Bankruptcy Rule 2014(a) and 5002.

Capstone's Disinterestedness

18. In connection with its proposed retention by the Debtor, Capstone undertook to determine whether Capstone, its principals, or its professionals (a) have any connection with the Debtor, its affiliates, its creditors, or any other parties in interest in this chapter 11 case or (b) have an interest adverse to the interests of the Debtor's estate or of any class of creditors or equity security holders in this chapter 11 case.

19. To check potential connections with the Debtor and other parties in interest in this chapter 11 case, Capstone searched a database containing the names of all clients that have paid Capstone within the past three years to determine whether it had any relationships with the entities listed on **Schedule 1** attached hereto, which were identified by the Debtor and its representatives as potential parties in interest in this chapter 11 case (the “Potential Parties in Interest”). To the extent this inquiry revealed that any Potential Parties in Interest are currently or were former clients of Capstone, those parties have been identified on a list (the “Client Match List”), attached hereto as **Schedule 2**. Through the information generated from the aforementioned inquiry and through follow up inquiries to Capstone professionals responsible for certain clients listed on the Client Match List, Capstone has determined that its connections to the clients on the Client Match List, if any, concerned matters unrelated to the Debtor, except as disclosed herein.

20. As part of its diverse operations, Capstone is involved in numerous cases, proceedings, and transactions involving many different attorneys, accountants, investment bankers, and financial consultants, some of whom may represent claimants and parties in interest in this chapter 11 case. Further, Capstone has in the past advised, may in the future advise, and/or have been and may be in the future represented by several attorneys, law firms, and other professionals, some of whom may be involved in this chapter 11 case. Finally, Capstone has in the past, and will likely in the future, work with or against other professionals involved in this chapter 11 case in matters wholly unrelated to this chapter 11 case. Based upon our current knowledge of the professionals involved in this chapter 11 case, and, to the best of my knowledge, none of these business relationships constitute interests adverse to the interests of the Debtor’s estate or any class of creditors or equity security holders in matters upon which Capstone is to be employed, and none are in connection with this chapter 11 case.

21. In addition, as of the date hereof, Capstone employs more than 200 professionals. It is possible that certain of Capstone’s directors, officers, and employees may have had in the past, may currently have, or may in the future have connections to (a) the Debtor, (b) the Potential

Parties in Interest, and/or (c) funds or other investment vehicles that may own debt or securities of the Debtor or other Potential Parties in Interest.

22. In addition to the parties listed on **Schedule 2**, Capstone may also provide services to, or may have previously provided services to, affiliates, equity holders, and/or sponsors of Potential Parties in Interest. Certain of the Potential Parties in Interest may also be vendors or insurers of Capstone, and/or have other financial advisory relationships with Capstone. Capstone may also provide services to, or may have previously provided services to, certain taxing authorities that appear on the Potential Parties in Interest on matters unrelated to the Debtor. Capstone may also provide services to, or may have previously provided services to, committees or groups of lenders or creditors in connection with certain restructuring or refinancing engagements, which committees or groups include, or included, entities that appear on the Potential Parties in Interest list. Capstone does not believe that any of these business relationships constitute interest adverse to the interests of the Debtor's estate or of any class of creditors or equity security holders in matters upon which Capstone is to be employed, and none are in connection with this chapter 11 case.

23. The Debtor has numerous creditors and relationships with a large number of individuals and entities that may be parties in interests in this chapter 11 case. Consequently, although every reasonable effort has been made to discover Capstone's connections with the Potential Parties in Interest, Capstone is unable to state with certainty whether any of its clients or an affiliated entity of a client holds a claim or otherwise is a party in interest in this chapter 11 case. If Capstone discovers any information that is contrary or pertinent to the statements made herein, Capstone will promptly disclosure such information to the Court. Additionally, Capstone has indirect affiliate relationships with numerous financial advisor institutions located worldwide. Although employees of certain affiliates may sometimes assist Capstone in connection with a restructuring engagement, as Capstone is the only entity being retained in this case, we have researched only the electronic client files and records of Capstone, not all of its affiliates, to determine connections with any Potential Parties in Interest.

24. Capstone does not advise, has not advised, and will not advise any entity other than the Debtor in matters related to this chapter 11 case. Capstone will, however, continue to provide professional services to entities or persons that may be creditors of the Debtor or parties in interest in this chapter 11 case, provided that such services do not relate to, or have any direct connection with, this chapter 11 case or the Debtor.

25. Except as otherwise set forth herein, to the best of my knowledge, information, and belief, neither Capstone nor any employee of Capstone (a) is a creditor, equity security holder, or an insider of the Debtor or (b) is or was, within two years before the Petition Date, a director, officer, or employee of the Debtor. In addition, none of Capstone's professionals expected to assist the Debtor in this chapter 11 case are related or connected to any United States Bankruptcy Judge for the Northern District of Texas, U.S. Trustee, or any person employed in the U.S. Trustee's office.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the facts set forth in the forgoing declaration are true and correct to the best of my knowledge, information, and belief.

Dated: November 12, 2021

/s/ James Calandra
James Calandra
Managing Director
CRS Capstone Partners LLC

Schedule 1

Potential Parties in Interest

LIST OF INTERESTED PARTIES

Debtor

Red River Waste Solutions, LP

10% of More Direct Equity Holders

Red River Service Corporation
Weldon James Smith 2012 Trust
Jaime Shiloh Jones 2012 Trust
Kylie Ann Clayborne 2012 Trust

Affiliates and/or Indirect Equity Holders

Red River Waste Solutions GP, LLC
Ironwood Mezzanine Fund III-A
Ironwood Mezzanine Fund III
Patriot Capital III SBIC, LP
Patriot Capital III, LP

Bankruptcy Judges

The Honorable Harlan D. Hale
The Honorable Robert L. Jones
The Honorable Stacey G. Jernigan
The Honorable Mark X. Mullin
The Honorable Edward L. Morris
The Honorable Michelle V. Larson
The Honorable Barbara J. Houser

Banks/Lenders/LOCs/Administrative Agents

Comerica Bank
MUFG Union Bank, N.A.
Weldon Smith

Contract Counter-Parties

AETC Housing at Laughlin Air Force Base - TX
Baptist Health Hardin – in Elizabethtown, KY
Carroll County, TN
City of Berry Hill, TN
City of Council Bluffs, IA
City of Del Rio, TX
City of Fort Knox, KY
City of Fort Polk, LA
City of Fort Wayne, IN
City of Huntsville, AL
City of Irvington, KY
City of Nashville, TN
City of Rives, TN

City of Union City, TN
Davidson County, TN
Department of Homeland Safety Border Patrol
Dresden, TN
Ft. Knox, KY – Military (US Army Base)
Hardin County, KY
Hardin County Memorial Hospital
Hardin County Schools, KY
Hardin County Water District 1 - Tennessee
Kohler Co. (Union City, TN)
Knox Hills, KY
Laughlin Air Force Base
MDHA Nashville
Metropolitan Government of Nashville
Newbern, TN
Samburg, TN
The University of Tennessee at Martin
Troy, TN
Union City, KY
Union City, TN
Union City Waste Water
United States Air Force Academy
United States Army
Williams Sausage Inc. (in Union City, TN)

Director of Parent Company/Officer - Current

Colin Chapman
Michel Lavoie
James A. Smith
Steve Smith
Weldon J. Smith

Director of Parent Company/Officer - Former

Brad Schick
Dickson Suit
Effram Kaplan
Charles McCusker
Trevor Russo
Adam Kelly
Marcia Gossett
Steve Smith
Matthew Horst
Arthur Jordan
Robert Anderson Smith

Governmental/Regulatory Agencies

Alabama Department of Environmental Management
Alabama Environmental Protection Agency
Alabama Office of the Attorney General
Alabama Secretary of State
Indiana Department of Environmental Management
Indiana Environmental Protection Agency
Indiana Office of the Attorney General
Indiana Secretary of State
Kentucky Energy & Environmental Cabinet
Kentucky Environmental Protection Agency
Kentucky Office of the Attorney General
Kentucky Secretary of State
North Texas Tollway Authority
Tennessee Department of Environment & Conservation
Tennessee Environmental Protection Agency
Tennessee Office of the Attorney General
Tennessee Secretary of State
Texas Commission of Environmental Quality
Texas Department of Licensing and Regulation
Texas Environmental Protection Agency
Texas Office of the Attorney General
Texas Secretary of State
Internal Revenue Service
United States Attorney's Office for the Northern District of Texas

Insurance Providers and Related Parties

Arthur J. Gallagher RMS
Evanston Insurance Company
Federal Insurance Company
Great Midwest Insurance Company
Greenwich Insurance Company
Indian Harbor Insurance Company
Markel American Insurance Company
Navigators Specialty Insurance Company
Obsidian Specialty Insurance Company
Twin City Fire Insurance Company
Wesco Insurance Agency
XL Specialty Insurance Company

Landlords

Charles Hawkins Co. Inc./Moffat Properties, LLC
GRJ Westchester, LLC
Lightning Larry, LLC
Re/Max Executive Group, LLC/R&B Industries
Red River Service Corp.

Vicki Wilkinson

Key Vendors

Golden West
Heritage Petroleum
Key Oil
WH Thomas Oil
Beach Oil
Carsten Oil
Pico Propane Operating
Valor LLC
Fuel Man
Wright Express
Shrader Tire & Oil
S&R Tire
Best One Tire
Purcell Tire
The Tire Shop
McGriff Tire Co.
Southern Tiremart
Central Indiana Truck Company
VoMac
Stoops Freightliner
Truck Parts
Truck Pros
Power Components
McMahon
Cummins Crosspoint
FleetPride
Napa Auto
Velocity Truck Centers
Stringfellow
Pirtek
McBride
Heil of San Antonio
Heil of Texas
Vanguard
Dresden 4x4
Del Rio Towing
Diesel Maintenance Services
Cadina Diesel
Dixon Equipment
Clarke Power Services
Brake & Wheel of Paducah
Big Rigs
Big Rigs, Inc.

Mac of Paducah
Alvaro's Auto Service
Air Hydro Power
Gregory Containers
Republic Services
Waste Management
City of Del Rio – TX - Landfill
City of Dyersburg, TN – Landfill
ECM
GFL Environmental
UTW Tire Collection Services
Alliance Funding Group
Sumitomo Mitsui Financing
Chrysler Capital
John Deere Financial
Mac Financial Services
Signature Financial
TBK Bank
TCF National Bank (purchased by Huntington)
Daimler Truck Financial

Parties Relating to Known Litigation Matters Involving the Debtor-Litigation

Argonaut Insurance Company
Bailey & Baley, P.C.
Isolina Ball
Margie R. Brantley (n/k/a McKinnie)
Toter, LLC
Corey Vestal
Bartina Wortham

Counsel to Parties Relating to Known Litigation Matters Involving the Debtor-Litigation

Bailey & Bailey, PC
Law Office of Jennifer L Hitchcock
Krebs Farley & Dry
Christopher C. Myers & Associates
Ogletree, Deakins, Nash, Smoak & Stewart, P.C.
Womble Bond Dickinson

Ordinary Course Professionals

N/A

Professionals

Bankruptcy Management Solutions, Inc. (d/b/a Stretto)
Capstone Partners
Schiffer Hicks Johnson PLLC

Secured Creditors

Alliance Funding
Austin Truck Equipment LTD
Caterpillar Financial Services Corporation
John Deere Construction & Forestry Company
Ram Country Chry-Dodge, Inc.
TBK Bank SSB
TFC National Bank
VFS Leasing Co.

Taxing Authorities

Alabama Department of Revenue
Allen County Treasurer
City of Elizabethtown Kentucky
City of Huntsville
City of Irvington, KY
City of Madison, AL
Commonwealth of Kentucky Secretary of State
Department of the Treasury, Internal Revenue Service
Hays County Tax Office
Indiana Department of Revenue
Indiana Secretary of State
Kentucky Department of Revenue
Larue County Solid Waste Coordinator
Obion County Trustee
Office of the Metropolitan Trustee, Personal Property Tax Department
Tennessee Department of Revenue
Tennessee Secretary of State, Division of Business Services
Texas Comptroller of Public Accounts
Val Verde County Tax Office

Top 30 Creditors

Toter LLC
Premier Truck Sales and Rentals, Inc.
Arthur J. Gallaher RMS
Purcell Tire and Service Center
Pearl Hollow Landfill
Pico Propane Operating, LLC
Chapman and Cutler LLP
Del Rio Towing and Wrecker
Shrader Tire & Oil, Inc.
Gregory Container, Inc.
BDO USA LLP
Express Service
Northwest Tennessee Landfill S126
Central Indiana Truck Equipment Corp.

McHanon Truck Centers
Nelson Mullins Riley & Scarborough LLP
Best One Tire Center Etown
Hall Strategies, Inc.
Otto Environmental Systems NA, Inc.
Clarke Power Services, Inc.
Diesel Maintenance Services
Ogletree Deakins Nash Smoak & Stewart
McKenie Transfer Station S139
Dorsey & Whitney LLP
Deductible Recovery Group
Blusky Restoration Contractors, LLC
Big Rigs Inc.
River City Hydraulics, Inc.
C2R, Inc.
Cadena Diesel Solution

U.S. Trustee's Office for NDTX:

Asher Bublick
Kara Croop
Ruby Curry
Christi C. Flanagan
C. Marie Goodier
Meredyth Kippes
Lisa J. Lambert
Marina J. Lopez
Felicia P. Palos
Bradley D. Perdue
Nancy S. Resnick
Kendra M. Rust
Erin Schmidt
Joseph W. Speranza
Rafay Suchedina
Steven Whitehurst
Cheryl H. Wilcoxon
Cindy Worthington
Elizabeth Young

UCC Lienholders

Argonaut Insurance Company
Caterpillar Financial Services Corporation
Commercial Credit Group Inc. on Behalf of Itself and on Behalf of All Affiliates of CCI
Corporation Service Company
ECF Funding LLC
ENGs Commercial Finance Co.
John Deere Construction & Forestry Company

MUFG Union Bank N.A.
Signature Business Leasing LLC
Signature Financial LLC
Sumitomo Mitsui Finance and Leasing Company Limited
TBK Bank SSB
VFS Leasing Co.

Utility Providers

ADT Protection One Alarm Monitoring
AT&T
AT&T Mobility
Bluegrass Cellular
City of Del Rio
Comcast
Comcast Business 137
Comcast Business 145
DCC Propane
Frontier Communications Corp.
Gibson Electric Membership Corp.
Hardin County Water District No. 2
Huntsville Utilities
Indiana Michigan Power
Madison Utilities
Metro Water Services
Mitel Cloud Services
Nashville Electric Service
NIPSCO
Nolin Rural Electric Coop
North Alabama Gas District
Pedernales Electric Cooperative, Inc.
Premiere Global Services
Spectrum Business
Spectrum Business Corp. Cable
Spectrum Business Corp. FIBER
TXU Energy
Verizon
Vonage
Waste Away Dumpster Services LLC
West Travis County Public Utility Agency
WOW!

Parties that have filed a Notice of Appearance in the case and are not listed in another category¹

The County of Hays, Texas

¹ As of October 27, 2021.

Mack Financial Services

Sumitomo Mitsui Finance and Leasing Co.

Triumph Savings Bank, d/b/a Triumph Commercial Finance and TBK Bank, SSB

Schedule 2

Client Match List

Client Match List

Capstone's inquiry did not reveal that any Potential Parties in Interest that are currently or have been clients of Capstone.

In Capstone's ordinary business operations, it has business relationships with following entities:

1. Internal Revenue Service
2. Texas Comptroller of Public Accounts
3. Comcast
4. Frontier Communications Corp.
5. Verizon